



Report Title	Board Governance Report	
Author	David O'Brien Director of Corporate Services and Company Secretary	
Accountable Director	David O'Brien Director of Corporate Services and Company Secretary	
Previous committees/groups	None.	
Recommended action(s) (assurance, approval, information)	Approval	
Purpose of the paper	Present updates on matters relating to Board governance	
Executive Summary		
<p>This report presents updates on two matters relating to Board governance:</p> <ol style="list-style-type: none"> 1. Non-Executive Director Recruitment: latest position 2. Senior Independent Director: appointment 3. Audit and Risk Committee Terms for Reference: approval. 		
Recommendation(s)	<p>The Board:</p> <ol style="list-style-type: none"> 1. Notes the position regarding the recruitment process for a Non-Executive Director. 2. Notes the arrangements regarding the Senior Independent Director 3. Approves the Audit and Risk Committee Terms of Reference for 2026/27. 	
Link to Board Assurance Framework Risks (board and level 2 committees only)	6. Develop and sustain an open and positive workplace culture.	

Board Governance Report

1. PURPOSE

1.1 This report presents recent developments relating to Board governance.

2. BOARD GOVERNANCE UPDATES

2.1 Non-Executive Director Recruitment

2.1.1 The Trust continues to progress the appointment process for a Non-Executive Director to fill the position that will be vacated by Andrew Chang at the end of June 2026.

2.1.2 Interviews, including engagement with a stakeholder panel, took place on 22 April. As a result of that process the Trust identified a preferred candidate to recommend for the appointment. The approvals process and other pre-appointment checks are ongoing, both in the Trust and in NHS England. Confirmation of the appointment is expected from NHS England imminently

2.1.3 The successful candidate is expected to formally commence their appointment on 01 July 2026.

2.2 Senior Independent Director

2.2.1 The NHS Code Of Governance for Provider Trusts requires trusts to appoint a Senior Independent Director (SID).

2.2.2 Andrew Chang is the Trust's current SID. Following Andrew's retirement from the Trust a new SID will be required.

2.2.3 It is proposed to appoint Melanie Hudson as the SID, with effect from 01 July 2026. As well as being SID, and in keeping with the current arrangement, Melanie will be the NED Champion for Freedom To Speak Up.

2.3 Audit and Risk Committee Terms of Reference

2.3.1 At its meeting held on 26 March 2026 the Board of Directors approved refreshed Terms of Reference of the following four committees.

- Quality Committee
- People Committee
- Finance and Performance Committee
- Remuneration and Nominations Committee

2.3.2 Subsequent to the March meeting, both the Audit and Risk Committee and the Charitable Funds Committee have reviewed and refreshed their Terms of Reference for 2026/27.

2.3.3 The Audit and Risk Committee Terms of Reference are enclosed at Appendix A and are presented here for approval by the Board.

2.3.4 The Charitable Funds Committee Terms of Reference will be presented for approval to the next meeting of the Corporate Trustee.

3. FINANCIAL IMPLICATIONS

3.1 This report has no direct financial implications.

4. RISK

4.1 Failure to develop and maintain effective Board governance arrangements for the Trust would present risks relating to strategic leadership capacity and capability, compliance with regulatory frameworks and codes (CQC Well-Led Framework, NHS Code of Governance, NHS Provider License), public and patient confidence, and reputation amongst sector and system partners.

5. RECOMMENDATIONS

5.1 The Board:

1. Notes the position regarding the appointment of a Non-Executive Director.
2. Notes the arrangements regarding the Senior Independent Director.
3. Approves the Audit and Risk Committee Terms of Reference for 2026/27.

David O'Brien
Director of Corporate Services and Company Secretary

May 2026